

RECORDATION NO. 24727-K FILED

JUN 02 '08

3-21 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

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VIA UPS 2nd DAY AIR

May 29, 2008

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: **Memorandum of Termination of Lease**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Termination of Lease dated May 28, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on December 10, 2003 at 11:04 a.m. with the Surface Transportation Board under Recordation Number 24727. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: B. C. Rail Partnership
c/o Canadian National Railway Company
935 de La Gauchetiere St. West
Montreal, Quebec H3B 2M9

The enclosed document is for ninety six (96) 73' Centerbeam flat cars, (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows: **Memorandum of Termination of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Rail Sr. Documentation Specialist

Enclosures
(BCR009)

BCR 009

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MEMORANDUM OF LEASE TERMINATION - RIDER NO. 1

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of May 28, 2008 by and between the Montreal branch of First Union Rail Corporation ("Lessor"), a North Carolina corporation, and B. C. Rail Partnership ("Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of July 21, 1999 and Rider No. 1 dated September 11, 2003 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of September 11, 2003, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on January 8, 2004 at 1:20 P.M., and (ii) filed at the Surface Transportation Board on December 10, 2003 at 11:04 A.M. with primary recordation number 24727.

WHEREAS, the Lease between Lessor and Lessee has been terminated; and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows:

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board and Registrar General, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Susan Barrie

Title: Regional Vice President, Sales

Signature: Susan Barrie

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS: Ninety six (96)

DESCRIPTION OF CARS: 73', Centerbeam Flat Cars

CAR NUMBERS:

BCOL 873700	BCOL 873733	BCOL 873766
BCOL 873701	BCOL 873734	BCOL 873767
BCOL 873702	BCOL 873735	BCOL 873768
BCOL 873703	BCOL 873736	BCOL 873769
BCOL 873704	BCOL 873737	BCOL 873770
BCOL 873705	BCOL 873738	BCOL 873771
BCOL 873706	BCOL 873739	BCOL 873772
BCOL 873707	BCOL 873740	BCOL 873773
BCOL 873708	BCOL 873741	BCOL 873774
BCOL 873709	BCOL 873742	BCOL 873775
BCOL 873710	BCOL 873743	BCOL 873776
BCOL 873711	BCOL 873744	BCOL 873777
BCOL 873712	BCOL 873745	BCOL 873778
BCOL 873713	BCOL 873746	BCOL 873779
BCOL 873714	BCOL 873747	BCOL 873780
BCOL 873715	BCOL 873748	BCOL 873781
BCOL 873716	BCOL 873749*	BCOL 873782
BCOL 873717	BCOL 873750	BCOL 873783
BCOL 873718	BCOL 873751	BCOL 873784
BCOL 873719	BCOL 873752	BCOL 873785
BCOL 873720	BCOL 873753	BCOL 873786
BCOL 873721	BCOL 873754	BCOL 873787
BCOL 873722	BCOL 873755	BCOL 873788
BCOL 873723	BCOL 873756	BCOL 873789
BCOL 873724	BCOL 873757	BCOL 873790
BCOL 873725	BCOL 873758	BCOL 873791
BCOL 873726*	BCOL 873759	BCOL 873792
BCOL 873727	BCOL 873760	BCOL 873793
BCOL 873728	BCOL 873761	BCOL 873794
BCOL 873729	BCOL 873762	BCOL 873795
BCOL 873730	BCOL 873763	Count: 96
BCOL 873731	BCOL 873764	
BCOL 873732	BCOL 873765	

*Destroyed